

suggested revisions in bold type; for consideration of WSWRA membership August 29-31, 2000

## **WYOMING SOLID WASTE AND RECYCLING ASSOCIATION BYLAWS**

The Wyoming Solid Waste and Recycling Association (WSWRA) is a nonprofit corporation registered in the State of Wyoming under provisions of the Wyoming Nonprofit Corporation Act.

These bylaws are the governing rules for the Wyoming Solid Waste and Recycling Association and therefore govern the conduct and management of the affairs of the Corporation. Unless otherwise provided in this corporation's Bylaws, the 1992 Wyoming Non profit Corporation Act (W.S. 17-19-101) applies.

Effective date of adoption was August 31, 1999 by the Association membership. Final draft of bylaws ratified by Association membership on (August **29**, 2000.) These bylaws remain in effect until otherwise amended, repealed or the Corporation **is** dissolved.

### Article 1. NAME

The name of this organization shall be the "Wyoming Solid Waste and Recycling Association," abbreviated **WSWRA**.

### Article 2. MISSION

The mission of this organization shall be the advancement of knowledge in the planning, operation and management of solid waste and recycling systems within the State of Wyoming, thus protecting the health and well-being of Wyoming's residents and resources.

### Article 3. GOAL

The goal is to promote safe, efficient and cost-effective management of solid waste including waste reduction and diversion rough recycling and reuse, also to encourage partnerships between government and volunteer recycling groups statewide and promote legislation which improves **solid waste disposal and** recycling opportunities.

### Article 4. **PRINCIPAL ADDRESS AND REGISTERED AGENT** ~~Registered Address and Agent~~

4.1 **Principal Address and Registered Agent.** ~~Registered Address and Agent.~~ The Corporation shall maintain in the state a principal address and registered agent at such address, and may have other offices within the state.

4.2. Location. The principal address of the Corporation shall be **P.O. Box 310, Powell, WY 82435.**

4.3 Change. Whenever the Corporation's **principal address** ~~headquarters~~ changes physical location, Section 4.2 shall be automatically revised to reflect the new ~~change of~~ address.

## Article 5. MEMBERS

**5.1 Eligibility.** Any individual, organization or representative of an organization interested in the mission of the organization may apply for ~~and be granted~~ membership in the **Association Corporation**

**5.2** The Executive Board reserves the right to refuse any application for membership or renewal

**5.3 Dues.** Nonrefundable annual membership dues shall be determined by **the Executive Board membership**. The membership year shall be from annual meeting to annual meeting. All payments in excess of dues shall be considered donations and shall confer no special privileges on the donor other than membership in the **Association corporation**.

**5.4 Dues Categories and Voting.** **Members in attendance are entitled to votes according to their dues category, as follows:** ~~Each voting member is entitled to one (1) vote on each matter voted on by the Members.~~

**private individual - 1 vote**

**nonprofit organization -1 vote**

**government <5000 - 3 votes maximum**

**government >5000 - 5 votes maximum**

**small business <20 employees- 1 vote (plus conference display plus mailing list)**

**corporate >20 employees - 1 vote (plus conference display plus mailing list)**

**Voting delegates are to be determined at time of registration.**

**5.5 Quorum of the Membership.** A quorum shall consist of a **simple majority of those voting members in attendance during any vote of the members** ~~minimum of three board members~~. An amendment to increase or decrease this number must be in accordance with W. S. 17-19-722.

**5.6 Member's Agent.** A member may have an agent as a proxy for a meeting(s) that he/she is unable to attend. Mailed or faxed copies of proxies are acceptable. The Executive Board must approve proxy votes prior to the open of meetings.

## Article 6. EXECUTIVE BOARD

**6.1 General Powers.** The Executive Board shall have all the powers and duties necessary to manage and administer the affairs of the Corporation. All members of the Executive Board shall be ~~active~~ members of the Association.

**6.2.** The Executive Board shall consist of nine members, representing the following categories:

**Two** City/County representatives

**Registered professional** Engineering representative

Industry representative

Two Members at large

Two Recycling representatives, whose primary responsibility is recycling

Wy. Dept. of Environmental Quality Solid and Hazardous Waste Division representative  
(appointed annually for a one-year term by the WYDEQSHWD administrator).

~~Secretary-treasurer~~

Qualifications will be confirmed by the nominating committee.

6.3 Reimbursement. Executive board members **shall serve without pay** and may apply for reimbursement of actual costs to attend board meetings.

6.4 Tenure, selection. The term of office for each Executive Board member elected at the annual meeting shall be three years from the date of the annual meeting with initial terms of one year (two members), two years (two members) and three years (three members) in order to stagger terms. Members may be elected for successive terms.

6.5 Officers and Term of Office. Officers of the Association shall be a president and secretary-treasurer **elected annually at the annual meeting by the Executive Board from its members. All officers** ~~The president~~ shall have served on the Executive Board for at least one year. **Officers may be elected for successive terms.**

~~6.6 Term The term of office shall be one year coinciding with the annual meeting. Officers may be elected for successive terms.~~

6.67 Duties of the president

- a. Preside at meetings of the Association and the Executive Board,
- b. Take responsibility to implement the purpose of the Association as authorized in these Bylaws;
- c. Make assignments to members or committees;
- d. Act as spokesperson for the Association in consultation with Executive Board;
- e. ~~Have the power to~~ Perform such other duties as directed by the Executive Board from time to time.

6.78 Duties of secretary-treasurer

- a. Produce and keep written minutes of all meetings of the Executive Board
- b. Collect and receive all monies due, be custodian of these monies, deposit them in a bank designated by the Executive Board and disburse them subjected to periodic reviews by the Executive Board;
- c. Keep and maintain all financial records **in conjunction with a certified public accountant** and prepare a yearly financial statement and budget;
- d. ~~Have power to~~ Perform such other duties as directed by the Executive Board from time to time.

6.89 Meetings. The Executive Board shall meet at such times as necessary to conduct the business of the Association.

6. ~~940~~ Vacancy. In case of a vacancy on the Executive Board between Association annual meetings, the Executive Board may appoint a qualified member of the Association **of the same category** to fill the vacancy until the next annual meeting.

6. ~~1011~~ Attendance. Any member who absents himself from two consecutive Executive Board meetings without obtaining an excused absence from the president of the Association shall be removed from office by a simple majority vote of **those the Executive Board members present.**

**6.11~~12~~ Electronic Communication Telephone Meetings.** The president may call a meeting, **of the Executive Board by electronic communication which may include:**

- a) **setting up a** ~~by~~ telephone conference call where business may be transacted, by telephoning ~~each members of the Executive Board~~ no later than 24 hours prior to such a meeting, **or**
- b) telephoning each member, **or**
- c) **e-mailing each member.**

Any business transacted ~~by during electronic communication a telephone meeting~~ shall be confirmed at the next regular meeting of the Executive Board by adoption of the minutes **taken during the electronic communication.**

**6.12~~13~~ Removal.** Any officer elected or appointed by the Executive Board may be removed from office with or without cause by a simple ~~two-thirds (2/3)~~ majority vote of the **those Executive Board members present.**

**move to 17.2** ~~6.14~~ Robert's Rules of Order shall be used at all Association meetings.

**6.13 Quorum of Executive Board.** A quorum shall consist of a minimum of five (5) members of the Executive Board, and a simple majority vote of such quorum shall be sufficient to carry any measure before such meeting.

6.14 (was ~~17.2~~) Legal Action. All legal actions entered into in the name of the Corporation shall require the affirmative vote of **a simple majority** ~~two-thirds (2/3)~~ of the **Executive Board** ~~Directors~~ present at any regular or special meeting called in accordance with the Bylaws.

#### Article 7. COMMITTEES

The Association president shall appoint committees to carry on specified work of the Association.

#### Article 8. STAFF

The Executive Board may employ such staff as as may be necessary to support the organization.

#### Article 9. ANNUAL MEETING

9.1 Time. The Association at its annual meeting shall decide on the time and place of the next annual meeting or it may vote to delegate authority to the executive Board to determine such date and place.

**9.2 Business.** During the annual meeting, these business items shall be considered:

- a. Election of the Executive Board, after the initial year of existence of the Corporation.
- b. Report on activities and financial condition of the Corporation.
- ~~c.~~d. Report of the past year's activities.
- ~~d.~~e. Selection of host community for the next year's annual conference.

#### Article 10. SPECIAL MEETINGS

10.1 Special meetings of the membership may be called by the President, a majority of the Board, or by

written petition of no less than twenty-five (25) percent of the general membership. These petitions shall be submitted to the Executive Board who then shall call a special meeting of the membership.

10.2 Notice of Meeting Upon receipt of petitions requesting a special meeting, the Executive Board shall set a time and place within sixty (60) days for the special meeting. Any notice of a special meeting of the membership shall be in writing, shall state the place, day and hour of the meeting and the purpose for which it is called and be delivered personally, by mail or by facsimile. This notice shall not be less than ten (10) nor more than Fifty (50) days before the date of the meeting.

#### Article. NOMINATIONS AND ELECTIONS

11.1 The President shall appoint a nominating committee at least six months prior to the next annual meeting, composed of three Association members, including the immediate past president. This committee shall report to the President **prior to the start** ~~at least ninety (90) days before the day~~ of the next annual meeting with nominations for those Executive Board positions that will be vacant.

~~11.2 Additional nominations may be made up to sixty (60) days prior to the next annual meeting by written petition to the president.~~

11.23 Association members shall elect the Executive Board at the annual meeting from among these nominations.

#### Article 12. AMENDMENTS

12.1 Articles of Incorporation. The Articles of Incorporation may be altered, amended, or repealed or new articles adopted by the affirmative vote of two-thirds vote of the initial Executive Board during the two (2) initial years of existence of the Corporation at any regular or special meeting called in accordance with the Bylaws, and afterwards by the affirmative vote of no less than two-thirds of the membership in attendance at any annual meeting or special meeting

12.2 Bylaws. The Bylaws may be altered, amended, repealed or new articles adopted by the affirmative vote of two-thirds (2/3) of the vote of the initial Executive Board during the two (2) initial years of existence of the Corporation at any regular or special meeting called in accordance with the Bylaws, and afterwards by the affirmative vote of no less then two-thirds (2/3) of the membership in attendance at any annual meeting or special meeting of the membership called for that purpose.

12.3 Proposal of Change. Proposals for changes to the Articles of Incorporation or the Bylaws after two (2) initial years of existence of the Corporation shall be submitted to the membership by the Executive Board at least 30 days prior to being voted upon. Proposed amendments may be submitted by the Association Executive Board or by a petition signed by ten (10) Association members.

#### Article 13. FINANCIAL ADMINISTRATION

13.1 Fiscal Year. The fiscal year of the Corporation shall commence on the first day of January each year.

13.2 Dues. The Executive Board shall set the amount of dues for membership.

13.3 Annual Financial Report. A report shall be provided to the Executive Board by the treasurer ~~or authorized employee~~ no later than sixty (60) days after the close of ~~the its~~ fiscal year. This report must contain the following information in appropriate detail:

- a. The assets and liabilities of the Corporation as of the end of the fiscal year.
- b. The principal changes in assets and liabilities during the fiscal year.
- c. The revenue or receipts and disbursements of the Corporation, both unrestricted and restricted to particular purposes for the fiscal year.

~~appears in 6.7.c.13.4 Budget. A budget shall be presented for the following year at each annual meeting.~~

13.45 Contracts. The Executive Board ~~must~~ **may** authorize an officer ~~or agent~~ of the Corporation ~~in addition to the Officers authorized by the Bylaws,~~ to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

13.5 **Bonding Account Signatories. The President and Secretary-Treasurer shall be the authorized signatories on the checking account.**

~~13.6 All checks, or drafts or other orders for the payment of money, notes, or evidence of indebtedness issued in the name of the corporation, shall be signed by such corporate officers or agents as the Executive Board shall determine. In the absence of such a determination, such instruments of value of over \_\_\_\_\_ shall be signed by the Treasurer and countersigned by a second Executive Board member.~~

13.67 Deposits. All corporate funds shall be deposited to the credit of the Corporation in such banks, or other depositories as the Executive Board may select.

13.78 Gifts. The Executive Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general, or for any special Corporation purpose.

#### Article 14. RECORDS

The Corporation shall keep, at the registered, designated or principal office, complete books of accounts, minutes of the proceedings of its members, Executive Board, committees having and exercising any of the authority of the Board, and a record with the name and addresses of members entitled to vote. All corporate records may be inspected and copied by any Executive Board member, or his/her agent, member or attorney for any proper purpose at any reasonable time, with written notice at least five days before the date on which he/she wishes to inspect and copy.

#### Article 15.BONDING

**The signatories on the bank accounts** ~~Each association officer~~ shall be bonded in the amount of **\$100,000** ~~\$40,000~~.

#### **move to 13.8** ~~Article 16. GIFTS~~

~~The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the~~

~~general, or for any special corporate purpose.~~

#### Article 16. INDEMNIFICATION

**16.1** ~~18.1~~ Litigation or Investigation. The Corporation shall, to the fullest extent possible, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, by reason of the fact that such person is or was **an Executive Board member and/or was** an Officer of the Corporation and acting within the scope of the person's employment or position.

**16.2** ~~18.2~~ Insurance. The Corporation may purchase and maintain insurance for the Corporation and on behalf of any person who is to be indemnified against any liability asserted against such person.

#### Article 17. MISCELLANEOUS

**17.1** Waiver of Notice. Whenever any notice is required to be given to any **Executive Board member** ~~Director~~ or member of the Corporation under the provision of the Bylaws or Articles of Incorporation, unless otherwise provided by law, a waiver in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Waiver shall be filed with the minutes

**move to 6.14** **17.2** Legal Action. All legal actions entered into in the name of the Corporation shall require the affirmative vote of two-thirds (2/3) of the Executive Board present at any regular or special meeting called in accordance with the Bylaws.

**17.2** ~~16.4~~ Robert's Rules of Order shall be used at an Association meetings.

#### Article 18 ~~19.~~ DISSOLUTION

**18.1** ~~19.1~~ Voluntary Dissolution. Dissolution of the Corporation shall be voluntary and shall be carried out in the manner prescribed by the 1992 Wyoming Nonprofit Corporation Act (W.S. 17-19-1401 to 17-19-1408), or the corresponding section of any future Wyoming nonprofit corporation act.

**18.2** ~~19.2~~ Distribution of Assets Upon Dissolution. As stated in the Articles of Incorporation distribution of assets upon dissolution are, "that assets shall be distributed for one of more exempt purposes with[in] the meaning of section 501 c (3) of the Internal Revenue Code, or correspond[ing] section of any future tax code, or shall be distributed to a state or local government, for a public purpose," as the Executive Board in their sole discretion shall determine.

(Note: all references to "Directors" have been changed to "Executive Board" without notice in text.)